

RECORDATION NO. 23681-5 FILED

MAY 18 '05 12-20 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 18, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CIT Rail Trust 2001-1E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture Supplement 4E, dated March 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement filed with the Board under Recordation Number 23681-B.

The names and addresses of the parties to the enclosed document are:

Owner/Trustee: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, Utah 84111

[Indenture Trustee: Manufacturers and Traders Trust Company
(successor to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21202]

Mr. Vernon A. Williams
May 18, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

152 gondolas bearing ALY, ATW, CP, CNRR AND YB reporting marks and road numbers.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement 4E

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION COPY

**TRUST INDENTURE SUPPLEMENT 4E
(CIT Rail Trust 2001-1E)**

This Indenture Supplement 4E (CIT Rail Trust 2001-1E), dated March 30, 2005 (this "Indenture Supplement") between WELLS FARGO BANK NORTHWEST, N.A, a national banking association, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1E), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and FLEET NATIONAL BANK, as Owner Participant and MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank) as Indenture Trustee (the "Indenture Trustee"), supplements that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1E) dated as of September 28, 2001 (the "Indenture"), between Owner Trustee and Indenture Trustee;

WITNESSETH:

WHEREAS, Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1E) dated as of September 28, 2001 (the "Lease");

WHEREAS, the Indenture was recorded with the Surface Transportation Board on September 27, 2001, and was assigned, along with the other filed documents, Recordation Number 23681.

WHEREAS, Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement and Indenture Supplement for, among other things, the purpose of substituting the old reporting mark (the "Current Mark") of any Unit with a replacement reporting mark (the "Replacement Mark");

WHEREAS, Lessee and Owner Trustee are entering into a Lease Supplement, of even date herewith, to evidence that for those Units described on the attached Schedule 1 Lessee has substituted the Current Mark of each Unit a Replacement Mark, which Lease Supplement shall be filed and recorded in all public offices where the Lease has been filed and recorded;

WHEREAS, at the request of Lessee, Owner Trustee and Indenture Trustee are executing and delivering this Indenture Supplement to substitute the Current Mark of each Unit on the attached Schedule 1 with a Replacement Mark;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. The Current Mark of each Unit listed on the attached Schedule 1 shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1;

(Trust Indenture Supplement 4E)

2. This Indenture Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board and in all other public offices where the Indenture is filed or recorded;

3. All of the terms and provisions of the Indenture are hereby incorporated by reference in this Indenture Supplement to the same extent as if fully set forth herein.

4. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

5. This Indenture Supplement may be executed by the Owner Trustee and Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Indenture Supplement.

* * *

(Trust Indenture Supplement 4E)

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as Owner
Trustee

By: 

Name: Robert L. Reynolds

Title: Vice President

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: _____

Name: _____

Title: _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF MIDDLESEX)

On this 18th day of April, 2005 before me personally appeared Robert L. Reynolds, to me personally known, who being duly sworn, says that he/she is the Vice President of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

WILLIAM KOTKOSKY
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 2007

My commission expires: Feb 28, 2007

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

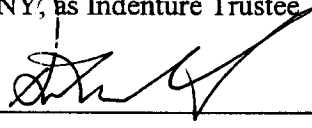
My commission expires: _____

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as Owner
Trustee

By: _____
Name: _____
Title: _____

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By:  _____
Name: DANTE M. MONIZ
Title: ASSISTANT VICE PRESIDENT

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF Maryland)
 City) SS.:
COUNTY OF Baltimore)

On this 9th day of May, 2005 before me personally appeared Dante Monack to me personally known, who being duly sworn, says that he/she is the Asst Vice Preside of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah K. Bailey

Notary Public

My commission expires: _____ 4/1/2006

SCHEDULE 1

SCHEDULE OF CHANGE TO RECORDING MARKS

<u>Car Type</u>	<u>Description</u>	<u>Current Mark & Number</u>	<u>Replacement Mark & Number</u>
G519	(152) 52' Mill Gondolas	ALY 32108	CEFX 32108
		ALY 32113	CEFX 32113
		ALY 32116	CEFX 32116
		ALY 32117	CEFX 32117
		ALY 32130	CEFX 32130
		ALY 32134	CEFX 32134
		ALY 32143	CEFX 32143
		ALY 32145	CEFX 32145
		ALY 32151	CEFX 32151
		ALY 32162	CEFX 32162
		ALY 32166	CEFX 32166
		ALY 32167	CEFX 32167
		ALY 32171	CEFX 32171
		ALY 32174	CEFX 32174
		ALY 32175	CEFX 32175
		ALY 32178	CEFX 32178
		ALY 32182	CEFX 32182
		ALY 32183	CEFX 32183
		ALY 32187	CEFX 32187
		ALY 32188	CEFX 32188
		ALY 32191	CEFX 32191
		ALY 32194	CEFX 32194
		ALY 32196	CEFX 32196
		ALY 32198	CEFX 32198
		ALY 32203	CEFX 32203
		ALY 32214	CEFX 32214
		ALY 32219	CEFX 32219
		ALY 32220	CEFX 32220
		ALY 32221	CEFX 32221
		ALY 32233	CEFX 32233
		ALY 32234	CEFX 32234
		ALY 32238	CEFX 32238
		ALY 32240	CEFX 32240
		ALY 32250	CEFX 32250
		ALY 32251	CEFX 32251
		ALY 32252	CEFX 32252
		ALY 32254	CEFX 32254
		ALY 32256	CEFX 32256
		ALY 32258	CEFX 32258

(Trust Indenture Supplement 4E)

<u>Car Type</u>	<u>Description</u>	<u>Current Mark & Number</u>	<u>Replacement Mark & Number</u>
		ALY 32260	CEFX 32260
		ALY 32261	CEFX 32261
		ALY 32264	CEFX 32264
		ALY 32276	CEFX 32276
		ALY 32281	CEFX 32281
		ALY 32285	CEFX 32285
		ALY 32286	CEFX 32286
		ALY 32289	CEFX 32289
		ALY 32290	CEFX 32290
		ALY 32292	CEFX 32292
		ALY 32294	CEFX 32294
		ALY 32296	CEFX 32296
		ALY 32299	CEFX 32299
		ATW 50309	CEFX 30528
		ATW 50314	CEFX 30547
		ATW 50331	CEFX 30622
		ATW 50332	CEFX 30624
		ATW 50335	CEFX 30641
		ATW 50347	CEFX 30912
		ATW 50352	CEFX 30927
		ATW 50355	CEFX 30934
		ATW 50357	CEFX 30941
		ATW 50364	CEFX 30972
		ATW 50372	CEFX 31007
		ATW 50374	CEFX 31016
		CP 346504	CEFX 33322
		CP 346507	CEFX 33325
		CP 346508	CEFX 33326
		CP 346510	CEFX 33328
		CP 346513	CEFX 33331
		CP 346514	CEFX 33332
		CP 346515	CEFX 33333
		CP 346520	CEFX 33338
		CP 346524	CEFX 33342
		CP 346525	CEFX 33343
		CP 346526	CEFX 33344
		CP 346528	CEFX 33346
		CP 346532	CEFX 33350
		CP 346533	CEFX 33351
		CP 346535	CEFX 33353
		CP 346536	CEFX 33354
		CP 346537	CEFX 33355
		CP 346542	CEFX 33360
		CP 346543	CEFX 33361

(Trust Indenture Supplement 4E)

<u>Car Type</u>	<u>Description</u>	<u>Current Mark & Number</u>	<u>Replacement Mark & Number</u>
		CP 346545	CEFX 33363
		CP 346550	CEFX 33368
		CP 346552	CEFX 33370
		CP 346558	CEFX 33376
		CP 346560	CEFX 33378
		CP 346561	CEFX 33379
		CP 346563	CEFX 33381
		CP 346564	CEFX 33382
		CP 346566	CEFX 33384
		CP 346568	CEFX 33386
		CP 346574	CEFX 33392
		CP 346575	CEFX 33393
		CP 346576	CEFX 33394
		CP 346577	CEFX 33395
		CP 346578	CEFX 33396
		CP 346580	CEFX 33398
		CP 346585	CEFX 33403
		CP 346586	CEFX 33404
		CP 346588	CEFX 33406
		CP 346591	CEFX 33409
		CP 346593	CEFX 33411
		CP 346594	CEFX 33412
		CP 346598	CEFX 33416
		CP 346606	CEFX 33424
		CP 346608	CEFX 33426
		CP 346613	CEFX 33431
		CP 346616	CEFX 33434
		CP 346617	CEFX 33435
		CP 346622	CEFX 33440
		CP 346623	CEFX 33441
		CP 346624	CEFX 33442
		CP 346626	CEFX 33444
		CP 346632	CEFX 33450
		CP 346635	CEFX 33453
		CP 346637	CEFX 33455
		CP 346639	CEFX 33457
		CP 346642	CEFX 33460
		CP 346644	CEFX 33462
		CP 346652	CEFX 33470
		CP 346653	CEFX 33471
		CP 346655	CEFX 33473
		CP 346656	CEFX 33474
		CP 346658	CEFX 33476
		CP 346662	CEFX 33480

(Trust Indenture Supplement 4E)

<u>Car Type</u>	<u>Description</u>	<u>Current Mark & Number</u>	<u>Replacement Mark & Number</u>
		CP 346664	CEFX 33482
		CP 346669	CEFX 33487
		CP 346672	CEFX 33490
		CP 346674	CEFX 33492
		CP 346677	CEFX 33495
		CP 346678	CEFX 33496
		GNRR 5380	CEFX 32753
		YB 4000	CEFX 31401
		YB 4001	CEFX 31402
		YB 4002	CEFX 31404
		YB 4003	CEFX 31407
		YB 4004	CEFX 31408
		YB 4005	CEFX 31412
		YB 4006	CEFX 31413
		YB 4007	CEFX 31428
		YB 4008	CEFX 31429
		YB 4009	CEFX 31430
		YB 4010	CEFX 31431
		YB 4011	CEFX 31433
		YB 4012	CEFX 31444
		YB 4013	CEFX 31451
		YB 4014	CEFX 31453
		YB 4015	CEFX 31460
		YB 4016	CEFX 31468
		YB 4017	CEFX 31474

(Trust Indenture Supplement 4E)